

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO

-----X
In re:

PROMESA
Title III

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

Case No. 17 BK 3283-LTS

THE COMMONWEALTH OF PUERTO RICO, *et al.*

(Jointly Administered)

Debtors.¹

-----X
In re:

PROMESA
Title III

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

Case No. 17 BK 3566-LTS

EMPLOYEES RETIREMENT SYSTEM OF THE
GOVERNMENT OF THE COMMONWEALTH OF
PUERTO RICO,

Debtor.

-----X
**COVER SHEET TO TWENTY-SIXTH MONTHLY FEE APPLICATION OF
O'NEILL & BORGES LLC FOR COMPENSATION FOR SERVICES
RENDERED AND REIMBURSEMENT OF EXPENSES AS ATTORNEYS
TO THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR
PUERTO RICO, AS REPRESENTATIVE OF DEBTOR, EMPLOYEES
RETIREMENT SYSTEM OF THE GOVERNMENT OF THE
COMMONWEALTH OF PUERTO RICO, FOR THE PERIOD OF
JUNE 1, 2019 THROUGH JUNE 30, 2019**

¹ The Debtors in these Title III Cases, along with each Debtor's respective title III case number and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); and (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four (4) Digits of Federal Tax ID: 3747).

Name of applicant	O'Neill & Borges LLC ("O&B")
Authorized to provide professional services to:	Financial Oversight and Management Board, as Representative for the Debtor Pursuant to PROMESA Section 315(b)
Time period covered by this application:	June 1, 2019 through June 30, 2019
Amount of compensation sought as actual, reasonable and necessary:	\$1,902.15
Amount of expense reimbursement sought as actual, reasonable and necessary:	\$0.00
Total amount for this invoice:	\$1,902.15

This is a: X monthly ___ interim ___ final application

This is O&B's twenty-sixth monthly fee application in these cases.

Principal Certification

I hereby authorize the submission of this Monthly Fee Statement for June 2019.

/s/ Jaime A. El Koury

Jaime A. El Koury

General Counsel to the Financial Oversight and
Management Board for Puerto Rico

On September 19th, 2019 sent to:

Counsel for the Oversight Board:

Proskauer Rose LLP
Eleven Times Square
New York, NY 10036
Attn: Martin J. Bienenstock, Esq.,
mbienenstock@proskauer.com
Ehud Barak, Esq., ebarak@proskauer.com

Proskauer Rose LLP
70 West Madison Street, Chicago, IL 60602
Attn: Paul V. Possinger, Esq.,
ppossinger@proskauer.com

Counsel for AAFAF:

O'Melveny & Myers LLP
Times Square Tower, 7 Times Square
New York, NY 10036
Attn: John J. Rapisardi, Esq., jrapisardi@omm.com
Suzanne Uhland, Esq., suhland@omm.com
Diana M. Pérez, Esq., dperez@omm.com

**Counsel for PR Fiscal Agency and Financial
Advisory Authority:**

Marini Pietrantoni Muñoz LLC
MCS Plaza Suite 500, 255 Ponce de León Ave.
San Juan, PR 00917
Attn: Luis C. Marini-Biaggi, Esq.,
lmardini@mpmlawpr.com
Carolina Velaz-Rivero, Esq., cvelaz@mpmlawpr.com

Office of the United States Trustee District of PR:

Edif. Ochoa, 500 Tanca Street, Suite 301
San Juan, PR 00901
Re: In re: Commonwealth of Puerto Rico

**Counsel for the Official Committee of Unsecured
Creditors:**

Paul Hastings LLP
200 Park Avenue
New York, NY 10166
Attn: Luc. A. Despins, Esq.,
lucdespins@paulhastings.com

Casillas, Santiago & Torres, LLC
El Caribe Office Building, 53 Palmeras Street, Suite
1601
San Juan, PR 00901-2419
Attn: Juan J. Casillas Ayala, Esq.,
jasillas@cstlawpr.com
Alberto J.E. Añeses Negrón, Esq.,
aaneses@cstlawpr.com

**Counsel for the Official Committee of Retired
Employees:**

Bennazar, García & Millian, C.S.P.
Edificio Union Plaza, PH-A Piso 18, 416 Ave. Ponce de
León
Hato Rey, PR 00918
Attn: A.J. Bennazar-Zequeira, Esq., ajb@bennazar.org

Jenner & Block LLP
919 Third Ave
New York NY 10022
Attn: Robert Gordon, Esq., rgordong@jenner.com
Richard Levin, Esq., rlevin@jenner.com

Jenner & Block LLP
353 N. Clark Street
Chicago, IL 60654
Attn: Catherine Steege, Esq., csteeg@jenner.com
Melissa Root, Esq., mroot@jenner.com

PR Department of Treasury:

PO Box 9024140
San Juan, PR 00902-4140
Attn: Reylam Guerra Goderich, Deputy Assistant of
Central Accounting, Reylam.Guerra@hacienda.pr.gov
Omar E. Rodríguez-Pérez, CPA, Assistant
Secretary of Central Accounting,
Rodriguez.Omar@hacienda.pr.gov
Angel L. Pantoja-Rodríguez Deputy Assistant Secretary
of Internal Revenue and Tax Policy
angel.pantoja@hacienda.pr.gov
Francisco Parés-Alicea, Assistant Secretary of Internal
Revenue and Tax Policy,
Francisco.pares@hacienda.pr.gov
Francisco Pena Montanez, CPA, Assistant Secretary of
the Treasury, Francisco.Pena@hacienda.pr.gov

Counsel for the Fee Examiner:

EDGE Legal Strategies, PSC
252 Ponce de León Av, Citibank Tower, 12th Floor
San Juan, PR 00918
Attn: Eyck O. Lugo, Esq., elugo@edgelegalpr.com

Godfrey & Kahn, S.C.
Once East Main Street, Suite 500
Madison, WI 53703
Attn: Katherine Stadler, KStadler@gklaw.com

<u>ERS TITLE III</u>					
<u>Summary of Legal Fees for the Period June 1 through June 30, 2019</u>					
Professional	Position/Title	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Hermann D. Bauer	Member	Litigation	\$ 305.00	4.70	\$ 1,433.50
Emiliarno Trigo Fritz	Jr. Member	Corporate	\$ 210.00	1.20	\$ 252.00
Daniel J. Pérez Refojos	Associate	Litigation	\$ 190.00	1.50	\$ 285.00
Milagros Marcano Baez	Paralegal	Litigation	\$ 140.00	0.70	\$ 98.00
Vanessa Sanchez	Paralegal	Litigation	\$ 150.00	0.30	\$ 45.00
	Totals			8.40	\$ 2,113.50
	Less: 10% Courtesy discount				\$ (211.35)
SUMMARY OF LEGAL FEES					\$ 1,902.15
<u>ERS TITLE III</u>					
<u>Summary of Disbursements for the Period June 1 through June 30, 2019</u>					
Description - Expenses			Amounts		
			\$		-
	Totals				\$ -
SUMMARY OF DISBURSEMENTS					\$ -

<u>ERS TITLE III</u>			
<u>Summary of Legal Fees for the Period June 1 through June 30, 2019</u>			
Task Code	Matter Description	Total Billed Hours	Total Fees Requested
201	Board, Members, Staff, Advisor, Consult	1.20	252.00
203	Hearings and Non-Filed Comm With Court	0.60	183.00
206	Documents Filed on Behalf of the Board	1.00	190.00
207	Non-Board Court Filing	0.50	152.50
209	Adversary Proceeding	0.60	183.00
210	Analysis and Strategy	0.50	95.00
212	General Administration	0.20	61.00
219	Docketing	0.70	98.00
221	Discovery/2004 Examinations	0.80	244.00
222	Claims and Claims Objections	2.00	610.00
224	Fee Applications-O&B	0.30	45.00
			\$ 2,113.50
	Less: 10% Courtesy Discount		\$ (211.35)
	TOTALS	8.40	\$ 1,902.15

O&B requests payment and reimbursement in accordance with the procedures set forth in the Interim Compensation Order (*i.e.*, payment of ninety percent (90%) of the compensation sought, in the amount of \$1,711.94, and reimbursement of one-hundred percent (100%) of expenses incurred, in the amount of \$0.00) in the total amount of \$1,711.94.

Professional Certification

I hereby certify that no public servant of the Department of Treasury is a party to or has any interest in the gains or benefits derived from the contract that is the basis of this invoice. The only consideration for providing services under the contract is the payment agreed upon with the authorized representatives of the Financial Oversight and Management Board for Puerto Rico. The amount of this invoice is reasonable. The services were rendered and the corresponding payment has not been made. To the best of my knowledge, O'Neill & Borges LLC does not have any debts owed to the Government of Puerto Rico or its instrumentalities.

s/Ubaldo M. Fernández
Ubaldo M. Fernández
O'Neill & Borges LLC
250 Muñoz Rivera Ave., Ste. 800
San Juan, PR 00918-1813
Tel: (787) 282-5786
Fax: (787) 753-8944

Exhibit A

IN ACCOUNT WITH

250 AVE MUNOZ RIVERA, SUITE 800
SAN JUAN, PR 00918-1813
TEL. (787) 764-8181
FAX (787) 753-8944

O'NEILL & BORGES LLC

FOMB IN RE ERS TITLE III

July 3, 2019
Bill #: 353585
Billing Attorney: CGB

BILLING SUMMARY

For Professional Services Rendered and Reimbursable Expenses for the period ending
June 30, 2019:

Client.Matter: P1704 - 0

RE: GENERAL

Total Professional Services	\$ 1,645.50
Less Discount	<u>\$ -164.55</u>
Net Professional Services	\$ 1,480.95
Total Reimbursable Expenses	<u>\$.00</u>
TOTAL THIS INVOICE	\$ 1,480.95

O'NEILL & BORGES LLC

Client.Matter: P1704 . 0
RE: GENERAL

PROFESSIONAL SERVICES

Date	Atty	Task	Description	Hours	Rate	Amount
6/04/19	MMB	219	Docket court notice received by email dated June 3, 2019, regarding order dkt. 541 setting deadline to respond, reply - H. Bauer, U. Fernandez, D. Pérez.	.10	140.00	14.00
6/05/19	HDB	222	Revise draft to the thirty-sixth omnibus objection to the duplicate proofs of claim filed by ERS bondholders.	.30	305.00	91.50
6/05/19	HDB	222	Revise draft of thirty-seventh omnibus objection to the duplicate proofs of claim filed by ERS bondholders.	.20	305.00	61.00
6/05/19	HDB	207	Analyze the Puerto Rico Funds's reply to the Objection of Official Committee of Unsecured Creditors to Motion of Puerto Rico Funds to Vacate Appointment of Official Committee of Unsecured Creditors in Title III Case of Employees Retirement System.	.30	305.00	91.50
6/05/19	HDB	203	Review Memorandum Order granting Motion in limine.	.20	305.00	61.00
6/05/19	HDB	222	Review and sign-off to file Reply of the Employees Retirement System of the Government of the Commonwealth of Puerto Rico to Response Filed by the University of Puerto Rico Retirement System Trust (ECF No. 6980) to Thirtieth Omnibus Objection (Non-Substantive) to Exact Duplicate Claims.	.20	305.00	61.00
6/06/19	HDB	222	Revise and sign-off for filing Thirty-Sixth Omnibus Objection filed by ERS to Duplicate Bond Claims.	.30	305.00	91.50
6/06/19	HDB	222	Revise and sign-off Forty-Second Omnibus Objection of the Puerto Rico Highways and Transportation Authority and Employees Retirement System of the Government of the Commonwealth of Puerto Rico (Non-Substantive) to Duplicate and Deficient Claims.	.30	305.00	91.50

Bill #: 353585

July 3, 2019

6/06/19	HDB	222	Revise and sign-off to file Forty-Second Omnibus Objection filed by ERS & HTA to Duplicate and Deficient Claims.	.30	305.00	91.50
6/06/19	HDB	221	Review Order granting in part, denying in part and Motion to Compel Production of Documents from Financial Oversight and Management Board.	.20	305.00	61.00
6/06/19	HDB	222	Review and sign-off to file the Fifty-Second Omnibus Objection filed by the Commonwealth to Duplicate Claims filed by ERS Bondholders.	.20	305.00	61.00
6/10/19	HDB	222	Review Informative Motion of Official Committee of Unsecured Creditors Regarding Its March 12, 2019 Motion Establishing Procedures With Respect to Objections to Claims Asserted by Holders of Bonds Issued by Employees Retirement System of Government of Puerto Rico and Requesting Related Relief.	.20	305.00	61.00
6/11/19	VSN	224	As requested by U. Fernandez, compile February and March invoices for matter 17-03566 in preparation for their court filing.	.30	150.00	45.00
6/14/19	MMB	219	Docket court notice received by email dated June 12, 2019, regarding order dkt. 553 setting deadline to file responses on dkt. 549, reply, motion hearing - H. Bauer, U. Fernandez, D. Pérez.	.10	140.00	14.00
6/18/19	MMB	219	Docket court notice received by email dated June 17, 2019, regarding order dkt. 563 setting briefing schedule - H. Bauer, U. Fernandez, D. Pérez.	.10	140.00	14.00
6/18/19	MMB	219	Docket court notice received by email dated June 13, 2019, regarding order dkt. 556 setting deadline to serve process, and to file proposed order - H. Bauer, U. Fernandez, D. Pérez.	.10	140.00	14.00
6/18/19	MMB	219	Docket court notice received by email dated June 14, 2019, regarding order dkt. 559 setting transcript related deadlines in connection with June 12, 2019 omnibus hearing - H. Bauer, U. Fernandez, D. Pérez.	.10	140.00	14.00
6/19/19	HDB	212	Review Objection of Financial Oversight and Management Board for Puerto Rico, as Representative of Debtor, to Renewed Motion to Compel Production of Documents.	.20	305.00	61.00

Bill #: 353585

July 3, 2019

6/22/19	HDB	207	Review Official Committee of Unsecured Creditors' Supplemental Opposition and Limited Joinder in Supplemental Opposition of Financial Oversight and Management Board for Puerto Rico to Motion of Certain Secured Creditors of Employees Retirement System of Government of Commonwealth of Puerto Rico for Relief From Automatic Stay.	.20	305.00	61.00
6/23/19	HDB	221	Review Objection of Certain ERS Bondholders to the Magistrate Judge's June 20, 2019 Order on the Renewed Motion to Compel.	.20	305.00	61.00
6/24/19	MMB	219	Docket court notice received by email dated June 20, 2019, regarding order dkt. 569 setting hearing procedures on June 28, 2019 hearing - H. Bauer, U. Fernandez, D. Pérez.	.10	140.00	14.00
6/24/19	MMB	219	Docket court notice received by email dated June 24, 2019, regarding order dkt. 585 setting briefing schedule - H. Bauer, U. Fernandez, D. Pérez.	.10	140.00	14.00
6/26/19	ETF	201	Review Omnibus reply of UCC regarding section 926(a) order (.4). Review Yiyi Motors v. Commonwealth 177 DPR 230 (.6). Respond to E. Barak regarding UCC's omnibus reply (.2).	1.20	210.00	252.00
6/27/19	HDB	221	Review Memorandum Order on Magistrate Judge's May 6 and May 15 Orders.	.40	305.00	122.00
6/27/19	HDB	203	Review Opinion and Order holding that bondholder lien does not extend to post-petition revenues.	.40	305.00	122.00

TOTAL PROFESSIONAL SERVICES \$ 1,645.50

Less Discount \$ -164.55

NET PROFESSIONAL SERVICES: \$ 1,480.95

SUMMARY OF PROFESSIONAL SERVICES

Name	Hours	Rate	Total
HERMANN BAUER	4.10	305.00	1,250.50
EMILIANO TRIGO FRITZ	1.20	210.00	252.00
MILAGROS MARCANO BAEZ	.70	140.00	98.00
VANESSA SANCHEZ	.30	150.00	45.00
Total	6.30		\$ 1,645.50

Bill #: 353585

July 3, 2019

TOTAL THIS INVOICE

\$ 1,480.95

IN ACCOUNT WITH

250 AVE MUNOZ RIVERA, SUITE 800
SAN JUAN, PR 00918-1813
TEL. (787) 764-8181
FAX (787) 753-8944

O'NEILL & BORGES LLC

FOMB IN RE ERS TITLE III

July 3, 2019
Bill #: 353587
Billing Attorney: CGB

BILLING SUMMARY

For Professional Services Rendered and Reimbursable Expenses for the period ending
June 30, 2019:

Client.Matter: P1704 - 805

RE: 19-AP-00028 COOP AHORRO Y CREDITO VEGABAJENA V FOMB-HDB-CGB

Total Professional Services	\$ 468.00
VOLUME DISCOUNT	<u>\$ -46.80</u>
Net Professional Services	\$ 421.20
Total Reimbursable Expenses	<u>\$.00</u>
TOTAL THIS INVOICE	\$ 421.20

IN ACCOUNT WITH

250 AVE MUNOZ RIVERA, SUITE 800
SAN JUAN, PR 00918-1813
TEL. (787) 764-8181
FAX (787) 753-8944

O'NEILL & BORGES LLC

Client.Matter: P1704 . 805

RE: 19-AP-00028 COOP AHORRO Y CREDITO VEGABAJENA V FOMB-HDB-CGB

PROFESSIONAL SERVICES

Date	Atty	Task	Description	Hours	Rate	Amount
6/20/19	HDB	209	Revise draft reply brief in support of Motion to Dismiss.	.60	305.00	183.00
6/21/19	DJP	206	Analyze the current draft of Debtor's Reply Brief in Support of Motion to Dismiss Plaintiff's Complaint Pursuant to Fed. R. Civ. P. 12(b)(1) and (6).	.60	190.00	114.00
6/21/19	DJP	206	File the Debtor's Reply Brief in Support of Motion to Dismiss Plaintiff's Complaint Pursuant to Fed. R. Civ. P. 12(b)(1) and (6), through the court's electronic filing system.	.20	190.00	38.00
6/21/19	DJP	206	Draft email to assigned magistrate judge attaching stamped version of the Debtor's Reply Brief in Support of Motion to Dismiss Plaintiff's Complaint Pursuant to Fed. R. Civ. P. 12(b)(1) and (6).	.20	190.00	38.00
6/26/19	DJP	210	Discuss with L. Rapaport and M. Firestein opposing counsel's request to file motion for leave to sur-reply as unopposed.	.30	190.00	57.00
6/26/19	DJP	210	Draft email to opposing counsel consenting to his request to file motion for leave to sur-reply as unopposed.	.20	190.00	38.00

TOTAL PROFESSIONAL SERVICES

\$ 468.00

VOLUME DISCOUNT

\$ -46.80

NET PROFESSIONAL SERVICES:

\$ 421.20

SUMMARY OF PROFESSIONAL SERVICES

Name	Hours	Rate	Total
HERMANN BAUER	.60	305.00	183.00

O'Neill & Borges LLC

Bill #: 353587

July 3, 2019

DANIEL J. PEREZ REFOJOS	1.50	190.00	285.00
Total	2.10		\$ 468.00

TOTAL THIS INVOICE

\$ 421.20

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO

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In re:

PROMESA
Title III

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

Case No. 17 BK 3283-LTS

THE COMMONWEALTH OF PUERTO RICO, *et al.*

(Jointly Administered)

Debtors.¹

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In re:

PROMESA
Title III

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

Case No. 17 BK 3566-LTS

EMPLOYEES RETIREMENT SYSTEM OF THE
GOVERNMENT OF THE COMMONWEALTH OF
PUERTO RICO,

Debtor.

-----X
COVER SHEET TO TWENTY-SEVENTH MONTHLY FEE APPLICATION OF
O'NEILL & BORGES LLC FOR COMPENSATION FOR SERVICES
RENDERED AND REIMBURSEMENT OF EXPENSES AS ATTORNEYS
TO THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR
PUERTO RICO, AS REPRESENTATIVE OF DEBTOR, EMPLOYEES
RETIREMENT SYSTEM OF THE GOVERNMENT OF THE
COMMONWEALTH OF PUERTO RICO, FOR THE PERIOD OF
JULY 1, 2019 THROUGH JULY 31, 2019

¹ The Debtors in these Title III Cases, along with each Debtor's respective title III case number and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); and (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four (4) Digits of Federal Tax ID: 3747).

Name of applicant	O'Neill & Borges LLC ("O&B")
Authorized to provide professional services to:	Financial Oversight and Management Board, as Representative for the Debtor Pursuant to PROMESA Section 315(b)
Time period covered by this application:	July 1, 2019 through July 31, 2019
Amount of compensation sought as actual, reasonable and necessary:	\$2,580.75
Amount of expense reimbursement sought as actual, reasonable and necessary:	\$0.00
Total amount for this invoice:	\$2,580.75

This is a: X monthly ___ interim ___ final application

This is O&B's twenty-seventh monthly fee application in these cases.

Principal Certification

I hereby authorize the submission of this Monthly Fee Statement for July 2019.

/s/ Jaime A. El Koury

Jaime A. El Koury

General Counsel to the Financial Oversight and
Management Board for Puerto Rico

On September 19th, 2019 sent to:

Counsel for the Oversight Board:

Proskauer Rose LLP
Eleven Times Square
New York, NY 10036
Attn: Martin J. Bienenstock, Esq.,
mbienenstock@proskauer.com
Ehud Barak, Esq., ebarak@proskauer.com

Proskauer Rose LLP
70 West Madison Street, Chicago, IL 60602
Attn: Paul V. Possinger, Esq.,
ppossinger@proskauer.com

Counsel for AAFAF:

O'Melveny & Myers LLP
Times Square Tower, 7 Times Square
New York, NY 10036
Attn: John J. Rapisardi, Esq., jrapisardi@omm.com
Suzanne Uhland, Esq., suhland@omm.com
Diana M. Pérez, Esq., dperez@omm.com

**Counsel for PR Fiscal Agency and Financial
Advisory Authority:**

Marini Pietrantoni Muñoz LLC
MCS Plaza Suite 500, 255 Ponce de León Ave.
San Juan, PR 00917
Attn: Luis C. Marini-Biaggi, Esq.,
lmardini@mpmlawpr.com
Carolina Velaz-Rivero, Esq., cvelaz@mpmlawpr.com

Office of the United States Trustee District of PR:

Edif. Ochoa, 500 Tanca Street, Suite 301
San Juan, PR 00901
Re: In re: Commonwealth of Puerto Rico

**Counsel for the Official Committee of Unsecured
Creditors:**

Paul Hastings LLP
200 Park Avenue
New York, NY 10166
Attn: Luc. A. Despins, Esq.,
lucdespins@paulhastings.com

Casillas, Santiago & Torres, LLC
El Caribe Office Building, 53 Palmeras Street, Suite
1601
San Juan, PR 00901-2419
Attn: Juan J. Casillas Ayala, Esq.,
jcasillas@cstlawpr.com
Alberto J.E. Añeses Negrón, Esq.,
aaneses@cstlawpr.com

**Counsel for the Official Committee of Retired
Employees:**

Bennazar, García & Millian, C.S.P.
Edificio Union Plaza, PH-A Piso 18, 416 Ave. Ponce de
León
Hato Rey, PR 00918
Attn: A.J. Bennazar-Zequeira, Esq., ajb@bennazar.org

Jenner & Block LLP
919 Third Ave
New York NY 10022
Attn: Robert Gordon, Esq., rgordong@jenner.com
Richard Levin, Esq., rlevin@jenner.com

Jenner & Block LLP
353 N. Clark Street
Chicago, IL 60654
Attn: Catherine Steege, Esq., csteeg@jenner.com
Melissa Root, Esq., mroot@jenner.com

PR Department of Treasury:

PO Box 9024140
San Juan, PR 00902-4140
Attn: Reylam Guerra Goderich, Deputy Assistant of
Central Accounting, Reylam.Guerra@hacienda.pr.gov
Omar E. Rodríguez-Pérez, CPA, Assistant
Secretary of Central Accounting,
Rodriguez.Omar@hacienda.pr.gov
Angel L. Pantoja-Rodríguez Deputy Assistant Secretary
of Internal Revenue and Tax Policy
angel.pantoja@hacienda.pr.gov
Francisco Parés-Alicea, Assistant Secretary of Internal
Revenue and Tax Policy,
Francisco.pares@hacienda.pr.gov
Francisco Pena Montanez, CPA, Assistant Secretary of
the Treasury, Francisco.Pena@hacienda.pr.gov

Counsel for the Fee Examiner:

EDGE Legal Strategies, PSC
252 Ponce de León Av, Citibank Tower, 12th Floor
San Juan, PR 00918
Attn: Eyck O. Lugo, Esq., elugo@edgelegalpr.com

Godfrey & Kahn, S.C.
Once East Main Street, Suite 500
Madison, WI 53703
Attn: Katherine Stadler, KStadler@gklaw.com

<u>ERS TITLE III</u>					
<u>Summary of Legal Fees for the Period July 1 through July 31, 2019</u>					
Professional	Position/Title	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Hermann D. Bauer	Member	Litigation	\$ 305.00	6.30	\$ 1,921.50
Ubaldo M. Fernandez Barrera	Jr. Member	Litigation	\$ 220.00	0.40	\$ 88.00
Emiliarno Trigo Fritz	Jr. Member	Corporate	\$ 210.00	3.30	\$ 693.00
Daniel J. Pérez Refojos	Associate	Litigation	\$ 190.00	0.50	\$ 95.00
Milagros Marciano Baez	Paralegal	Litigation	\$ 140.00	0.50	\$ 70.00
	Totals			11.00	\$ 2,867.50
	Less: 10% Courtesy discount				\$ (286.75)
SUMMARY OF LEGAL FEES					\$ 2,580.75
<u>ERS TITLE III</u>					
<u>Summary of Disbursements for the Period July 1 through July 31, 2019</u>					
Description - Expenses			Amounts		
			\$		-
	Totals				\$ -
SUMMARY OF DISBURSEMENTS					\$ -

<u>ERS TITLE III</u>			
<u>Summary of Legal Fees for the Period July 1 through July 31, 2019</u>			
Task Code	Matter Description	Total Billed Hours	Total Fees Requested
201	Board, Members, Staff, Advisor, Consult	0.60	126.00
206	Documents Filed on Behalf of the Board	0.50	95.00
207	Non-Board Court Filing	0.90	274.50
208	Stay Matters	0.20	61.00
209	Adversary Proceeding	2.40	732.00
215	Plan of Adjustment and Disclosure Statem	2.70	567.00
219	Docketing	0.50	70.00
221	Discovery/2004 Examinations	0.20	61.00
222	Claims and Claims Objections	2.60	793.00
224	Fee Applications-O&B	0.40	88.00
			\$ 2,867.50
	Less: 10% Courtesy Discount		\$ (286.75)
	TOTALS	11.00	\$ 2,580.75

O&B requests payment and reimbursement in accordance with the procedures set forth in the Interim Compensation Order (*i.e.*, payment of ninety percent (90%) of the compensation sought, in the amount of \$2,322.68, and reimbursement of one-hundred percent (100%) of expenses incurred, in the amount of \$0.00) in the total amount of \$2,322.68.

Professional Certification

I hereby certify that no public servant of the Department of Treasury is a party to or has any interest in the gains or benefits derived from the contract that is the basis of this invoice. The only consideration for providing services under the contract is the payment agreed upon with the authorized representatives of the Financial Oversight and Management Board for Puerto Rico. The amount of this invoice is reasonable. The services were rendered and the corresponding payment has not been made. To the best of my knowledge, O'Neill & Borges LLC does not have any debts owed to the Government of Puerto Rico or its instrumentalities.

s/Ubaldo M. Fernández
Ubaldo M. Fernández
O'Neill & Borges LLC
250 Muñoz Rivera Ave., Ste. 800
San Juan, PR 00918-1813
Tel: (787) 282-5786
Fax: (787) 753-8944

Exhibit A

O'NEILL & BORGES LLC

FOMB IN RE ERS TITLE III

August 5, 2019
Bill #: 355646
Billing Attorney: CGB

BILLING SUMMARY

For Professional Services Rendered and Reimbursable Expenses for the period ending
July 31, 2019:

Client.Matter: P1704 - 0

RE: GENERAL

Total Professional Services	\$ 2,609.50
Less Discount	<u>\$ -260.95</u>
Net Professional Services	\$ 2,348.55
Total Reimbursable Expenses	<u>\$.00</u>
TOTAL THIS INVOICE	\$ 2,348.55

O'NEILL & BORGES LLC

Client.Matter: P1704 . 0
RE: GENERAL

PROFESSIONAL SERVICES

Date	Atty	Task	Description	Hours	Rate	Amount
7/01/19	DJP	206	Analyze certified translation of the Puerto Rico Law No. 3, as enacted in 2013.	.50	190.00	95.00
7/02/19	MMB	219	Docket court notice received by email dated July 2, 2019, regarding order dkt. 630 requiring further submission in support of urgent motion dkt. 588 - H. Bauer, U. Fernandez, D. Pérez.	.10	140.00	14.00
7/08/19	MMB	219	Docket court notice received by email dated July 8, 2019, regarding order dkt. 638 setting schedule on transcript of June 28, 2019, motion hearing - H. Bauer, U. Fernandez, D. Pérez.	.10	140.00	14.00
7/09/19	HDB	221	Review Limited Joinder of Official Committee of Unsecured Creditors in Ambac Assurance Corporations Motion Regarding Pension Liabilities Seeking Discovery Pursuant To Rule 2004.	.20	305.00	61.00
7/09/19	HDB	207	Review Objection of Certain Secured Creditors of the Employees Retirement System of the Government of the Commonwealth of Puerto Rico to Motion Of Retiree Committee Establishing Initial Procedures With Respect To Objections Of The Official Committee Of Unsecured Creditors And Official Committee Of Retired Employees, Pursuant To Bankruptcy Code Section 502 And Bankruptcy Rule 3007 To Claims Asserted By Holders Of Bonds Issued By Employees Retirement System Of Government Of Puerto Rico.	.20	305.00	61.00
7/09/19	HDB	222	Review Oaktree Value Opportunities Fund Holdings, L. P. Response to the Thirty-Ninth Omnibus Objection (Non-Substantive).	.30	305.00	91.50
7/10/19	HDB	208	Review stay relief notice by Gerald Medina Vega regarding Administrative Case No. 2017-0029.	.20	305.00	61.00

Bill #: 355646

August 5, 2019

7/10/19	ETF	215	Review HTA's 2018 CAFR regarding Proskauer/McKinsey questions related to HTA BIT (1.50). Respond regarding same (.40).	1.90	210.00	399.00
7/10/19	ETF	215	Tel. conf. with M. Zerjal regarding HTA POA (.20). Review HTA bond exhibit (.10). Email exchanges with Proskauer regarding same (.20).	.50	210.00	105.00
7/12/19	ETF	201	Review McKinsey deck regarding HTA cash balances.	.40	210.00	84.00
7/12/19	MMB	219	Update MLS chart as of July 8, 2019, to include order to clerk dkt. 610 to terminate without prejudice MLS of certain secured creditors of the ERS.	.10	140.00	14.00
7/15/19	HDB	222	Tel. conf. with E. Muñoz, regarding claim objection. (.20) Review draft objection. (.20) Draft e-mail to Proskauer's A. Friedman and L. Stafford regarding same. (.20)	.60	305.00	183.00
7/16/19	HDB	207	Review Fourth Supplemental Verified Statement of the ERS Secured Creditors Pursuant to Bankruptcy Rule 2019.	.20	305.00	61.00
7/16/19	HDB	222	Tel. conf with E. Muñoz (counsel for Quebrada Bonita) and E. Cariso regarding claim objection resolution.	.30	305.00	91.50
7/17/19	HDB	207	Review Reply in Support of Motion of Retiree Committee Establishing Initial Procedures with Respect to Objections of the Official Committee of Unsecured Creditors and Official Committee of Retired Employees, Pursuant to Bankruptcy Code Sections 502 and Bankruptcy Rule 3007 to Claims Asserted by Holders of Bonds Issued by Employees Retirement System of Government of Puerto Rico.	.30	305.00	91.50
7/18/19	HDB	222	Review Notice of Withdrawal of Document (withdrawing, as moot, reply ECF 7839, and motion ECF 7840) filed by Quebrada Bonita.	.20	305.00	61.00
7/18/19	HDB	222	Revise and sign-off to file certification regarding the Twenty-Ninth Omnibus Objection (Non-Substantive) of the Employee Retirement System of the Government of the Commonwealth of Puerto Rico to Exact Duplicate Claims (ECF No. 6278) and proposed Order.	.20	305.00	61.00

Bill #: 355646

August 5, 2019

7/18/19	HDB	222	Revise and sign-off to file certification regarding the Thirtieth Omnibus Objection (Non-Substantive) of the Employee Retirement System of the Government of the Commonwealth of Puerto Rico to Exact Duplicate Claims and proposed Order.	.20	305.00	61.00
7/18/19	HDB	222	Revise and sign-off to file certification regarding the Thirty-First Omnibus Objection (Non-Substantive) of the Employee Retirement System of the Government of the Commonwealth of Puerto Rico to Exact Duplicate Claims (ECF No. 6280) and proposed Order.	.20	305.00	61.00
7/18/19	HDB	222	Revise and sign-off to file certification regarding the Thirty-Second Omnibus Objection (Non-Substantive) of the Employee Retirement System of the Government of the Commonwealth of Puerto Rico to Exact Duplicate Claims (ECF No. 6280) and proposed Order.	.20	305.00	61.00
7/18/19	HDB	222	Revise and sign-off to file Thirty-Third Omnibus Objection (Non-Substantive) of the Employees Retirement System for the Government of the Commonwealth of Puerto Rico to Deficient Claims and proposed Order.	.20	305.00	61.00
7/21/19	HDB	207	Review Informative Motion of Official Committee of Unsecured Creditors and Official Committee of Retired Employees Regarding March 12, 2019 Motion [Docket No. 5589] and July 2, 2019 Motion [Docket No. 7803] with Respect to Objections to Claims Asserted by Holders of Bonds Issued by Employees Retirement System of Government of Commonwealth of Puerto Rico.	.20	305.00	61.00
7/23/19	HDB	222	Revise Notice of Filing and Corresponding Certification Regarding Thirtieth Omnibus Objection (Non-Substantive) of the Employee Retirement System of the Government of the Commonwealth of Puerto Rico to Exact Duplicate Claims.	.20	305.00	61.00
7/23/19	ETF	201	Tel. conf. with J. Garcia regarding state funds for HTA's capex program and Federal Highways recommendation.	.20	210.00	42.00
7/26/19	ETF	215	Respond to Proskauer / McKinsey regarding HTA BIT assumption regarding whether CW POA has been confirmed.	.30	210.00	63.00

O'Neill & Borges LLC

Bill #: 355646

August 5, 2019

7/29/19	MMB	219	Docket court notice received by email dated July 25, 2019, regarding order dkt. 664 setting deadlines in relation with transcript of July 24, 2019 hearing - H. Bauer, U. Fernandez, D. Pérez.	.10	140.00	14.00
7/30/19	HDB	209	Review legal arguments raised by Appellant Brief by Altair and others regarding ERS Bond liens and evaluate potential impact on other Title III Debt. (.90) Analyze Appellant brief by AAA Portfolio Bond Fund II, Inc. (.70)	1.60	305.00	488.00
7/31/19	UMF	224	Draft twenty-fifth monthly fee application for O&B in the Title III case of ERS.	.40	220.00	88.00

TOTAL PROFESSIONAL SERVICES \$ 2,609.50

Less Discount \$ -260.95

NET PROFESSIONAL SERVICES: \$ 2,348.55

SUMMARY OF PROFESSIONAL SERVICES

Name	Hours	Rate	Total
HERMANN BAUER	5.50	305.00	1,677.50
UBALDO M. FERNANDEZ BARRERA	.40	220.00	88.00
EMILIANO TRIGO FRITZ	3.30	210.00	693.00
DANIEL J. PEREZ REFOJOS	.50	190.00	95.00
MILAGROS MARCANO BAEZ	.40	140.00	56.00
Total	10.10		\$ 2,609.50

TOTAL THIS INVOICE \$ 2,348.55

O'NEILL & BORGES LLC

FOMB IN RE ERS TITLE III

August 5, 2019
Bill #: 355647
Billing Attorney: CGB

BILLING SUMMARY

For Professional Services Rendered and Reimbursable Expenses for the period ending
July 31, 2019:

Client.Matter: P1704 - 805

RE: 19-AP-00028 COOP AHORRO Y CREDITO VEGABAJENA V FOMB-HDB-CGB

Total Professional Services	\$258.00
VOLUME DISCOUNT	<u>\$ -25.80</u>
Net Professional Services	\$ 232.20
Total Reimbursable Expenses	<u>\$.00</u>
TOTAL THIS INVOICE	\$ 232.20

O'NEILL & BORGES LLC

Client.Matter: P1704 . 805

RE: 19-AP-00028 COOP AHORRO Y CREDITO VEGABAJENA V FOMB-HDB-CGB

PROFESSIONAL SERVICES

Date	Atty	Task	Description	Hours	Rate	Amount
7/01/19	HDB	209	Revise Unopposed Urgent Motion for Leave to File Sur-Reply and Motion to Extend Time to File Sur-Reply in Opposition to Respondent's Motion to Dismiss	.20	305.00	61.00
7/01/19	MMB	219	Docket court notice received by email dated July 1, 2019, regarding order dkt. 20 setting deadline to file sur-reply to dkt. 11 - H. Bauer, D. Pérez.	.10	140.00	14.00
7/16/19	HDB	209	Review Sur-Reply to Opposition to Debtor's Motion to Dismiss.	.60	305.00	183.00

TOTAL PROFESSIONAL SERVICES \$ 258.00

VOLUME DISCOUNT \$ -25.80

NET PROFESSIONAL SERVICES: \$ 232.20

SUMMARY OF PROFESSIONAL SERVICES

Name	Hours	Rate	Total
HERMANN BAUER	.80	305.00	244.00
MILAGROS MARCANO BAEZ	.10	140.00	14.00
Total	.90		\$ 258.00

TOTAL THIS INVOICE \$ 232.20

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO

-----X
In re:

PROMESA
Title III

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

Case No. 17 BK 3283-LTS

THE COMMONWEALTH OF PUERTO RICO, *et al.*

(Jointly Administered)

Debtors.¹

-----X
In re:

PROMESA
Title III

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

Case No. 17 BK 3566-LTS

EMPLOYEES RETIREMENT SYSTEM OF THE
GOVERNMENT OF THE COMMONWEALTH OF
PUERTO RICO,

Debtor.

-----X
COVER SHEET TO TWENTY-EIGHTH MONTHLY FEE APPLICATION OF
O'NEILL & BORGES LLC FOR COMPENSATION FOR SERVICES
RENDERED AND REIMBURSEMENT OF EXPENSES AS ATTORNEYS
TO THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR
PUERTO RICO, AS REPRESENTATIVE OF DEBTOR, EMPLOYEES
RETIREMENT SYSTEM OF THE GOVERNMENT OF THE
COMMONWEALTH OF PUERTO RICO, FOR THE PERIOD OF
AUGUST 1, 2019 THROUGH AUGUST 31, 2019

¹ The Debtors in these Title III Cases, along with each Debtor's respective title III case number and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); and (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four (4) Digits of Federal Tax ID: 3747).

Name of applicant	O'Neill & Borges LLC ("O&B")
Authorized to provide professional services to:	Financial Oversight and Management Board, as Representative for the Debtor Pursuant to PROMESA Section 315(b)
Time period covered by this application:	August 1, 2019 through August 31, 2019
Amount of compensation sought as actual, reasonable and necessary:	\$783.45
Amount of expense reimbursement sought as actual, reasonable and necessary:	\$1.90
Total amount for this invoice:	\$785.35

This is a: X monthly ___ interim ___ final application

This is O&B's twenty-eighth monthly fee application in these cases.

Principal Certification

I hereby authorize the submission of this Monthly Fee Statement for August 2019.

/s/ Jaime A. El Koury

Jaime A. El Koury

General Counsel to the Financial Oversight and
Management Board for Puerto Rico

On November 1st, 2019 sent to:

Counsel for the Oversight Board:

Proskauer Rose LLP
Eleven Times Square
New York, NY 10036
Attn: Martin J. Bienenstock, Esq.,
mbienenstock@proskauer.com
Ehud Barak, Esq., ebarak@proskauer.com

Proskauer Rose LLP
70 West Madison Street, Chicago, IL 60602
Attn: Paul V. Possinger, Esq.,
ppossinger@proskauer.com

Counsel for AAFAF:

O'Melveny & Myers LLP
Times Square Tower, 7 Times Square
New York, NY 10036
Attn: John J. Rapisardi, Esq., jrapisardi@omm.com
Suzanne Uhland, Esq., suhland@omm.com
Diana M. Pérez, Esq., dperez@omm.com

**Counsel for PR Fiscal Agency and Financial
Advisory Authority:**

Marini Pietrantoni Muñoz LLC
MCS Plaza Suite 500, 255 Ponce de León Ave.
San Juan, PR 00917
Attn: Luis C. Marini-Biaggi, Esq.,
lmardini@mpmlawpr.com
Carolina Velaz-Rivero, Esq., cvelaz@mpmlawpr.com

Office of the United States Trustee District of PR:

Edif. Ochoa, 500 Tanca Street, Suite 301
San Juan, PR 00901
Re: In re: Commonwealth of Puerto Rico

**Counsel for the Official Committee of Unsecured
Creditors:**

Paul Hastings LLP
200 Park Avenue
New York, NY 10166
Attn: Luc. A. Despina, Esq.,
lucdespins@paulhastings.com

Casillas, Santiago & Torres, LLC
El Caribe Office Building, 53 Palmeras Street, Suite
1601
San Juan, PR 00901-2419
Attn: Juan J. Casillas Ayala, Esq.,
jcasillas@cstlawpr.com
Alberto J.E. Añeses Negrón, Esq.,
aaneses@cstlawpr.com

**Counsel for the Official Committee of Retired
Employees:**

Bennazar, García & Millian, C.S.P.
Edificio Union Plaza, PH-A Piso 18, 416 Ave. Ponce de
León
Hato Rey, PR 00918
Attn: A.J. Bennazar-Zequeira, Esq., ajb@bennazar.org

Jenner & Block LLP
919 Third Ave
New York NY 10022
Attn: Robert Gordon, Esq., rgordong@jenner.com
Richard Levin, Esq., rlevin@jenner.com

Jenner & Block LLP
353 N. Clark Street
Chicago, IL 60654
Attn: Catherine Steege, Esq., csteeg@jenner.com
Melissa Root, Esq., mroot@jenner.com

PR Department of Treasury:

PO Box 9024140
San Juan, PR 00902-4140
Attn: Reylam Guerra Goderich, Deputy Assistant of
Central Accounting, Reylam.Guerra@hacienda.pr.gov
Omar E. Rodríguez-Pérez, CPA, Assistant
Secretary of Central Accounting,
Rodriguez.Omar@hacienda.pr.gov
Angel L. Pantoja-Rodríguez Deputy Assistant Secretary
of Internal Revenue and Tax Policy
angel.pantoja@hacienda.pr.gov
Francisco Parés-Alicea, Assistant Secretary of Internal
Revenue and Tax Policy,
Francisco.pares@hacienda.pr.gov
Francisco Pena Montanez, CPA, Assistant Secretary of
the Treasury, Francisco.Pena@hacienda.pr.gov

Counsel for the Fee Examiner:

EDGE Legal Strategies, PSC
252 Ponce de León Av, Citibank Tower, 12th Floor
San Juan, PR 00918
Attn: Eyck O. Lugo, Esq., elugo@edgelegalpr.com

Godfrey & Kahn, S.C.
Once East Main Street, Suite 500
Madison, WI 53703
Attn: Katherine Stadler, KStadler@gklaw.com

<u>ERS TITLE III</u>					
<u>Summary of Legal Fees for the Period August 1 through August 31, 2019</u>					
Professional	Position/Title	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Hermann D. Bauer	Member	Litigation	\$ 305.00	0.50	\$ 152.50
Carla García	Member	Litigation	\$ 330.00	0.90	\$ 297.00
Emiliarno Trigo Fritz	Jr. Member	Corporate	\$ 210.00	1.80	\$ 378.00
Claritza De Leon	Paralegal	Litigation	\$ 150.00	0.10	\$ 15.00
Milagros Marciano Baez	Paralegal	Litigation	\$ 140.00	0.20	\$ 28.00
	Totals			3.50	\$ 870.50
	Less: 10% Courtesy discount				\$ (87.05)
SUMMARY OF LEGAL FEES					\$ 783.45
<u>ERS TITLE III</u>					
<u>Summary of Disbursements for the Period August 1 through August 31, 2019</u>					
Description - Expenses			Amounts		
Postage			\$ 1.90		
	Totals				\$ 1.90
SUMMARY OF DISBURSEMENTS					\$ 1.90

<u>ERS TITLE III</u>			
<u>Summary of Legal Fees for the Period August 1 through August 31, 2019</u>			
Task Code	Matter Description	Total Billed Hours	Total Fees Requested
201	Board, Members, Staff, Advisor, Consult	0.50	105.00
202	Legal Research	0.90	297.00
215	Plan of Adjustment and Disclosure Statem	1.80	425.50
219	Docketing	0.20	28.00
224	Fee Applications-O&B	0.10	15.00
			\$ 870.50
	Less: 10% Courtesy Discount		\$ (87.05)
	TOTALS	3.50	\$ 783.45

O&B requests payment and reimbursement in accordance with the procedures set forth in the Interim Compensation Order (*i.e.*, payment of ninety percent (90%) of the compensation sought, in the amount of \$705.11, and reimbursement of one-hundred percent (100%) of expenses incurred, in the amount of \$1.90) in the total amount of \$707.11.

Professional Certification

I hereby certify that no public servant of the Department of Treasury is a party to or has any interest in the gains or benefits derived from the contract that is the basis of this invoice. The only consideration for providing services under the contract is the payment agreed upon with the authorized representatives of the Financial Oversight and Management Board for Puerto Rico. The amount of this invoice is reasonable. The services were rendered and the corresponding payment has not been made. To the best of my knowledge, O'Neill & Borges LLC does not have any debts owed to the Government of Puerto Rico or its instrumentalities.

s/Ubaldo M. Fernández
Ubaldo M. Fernández
O'Neill & Borges LLC
250 Muñoz Rivera Ave., Ste. 800
San Juan, PR 00918-1813
Tel: (787) 282-5786
Fax: (787) 753-8944

Exhibit A

O'NEILL & BORGES LLC

FOMB IN RE ERS TITLE III

September 4, 2019
Bill #: 358028
Billing Attorney: CGB

BILLING SUMMARY

For Professional Services Rendered and Reimbursable Expenses for the period ending
August 31, 2019:

Client.Matter: P1704 - 0

RE: GENERAL

Total Professional Services	\$ 870.50
Less Discount	<u>\$ -87.05</u>
Net Professional Services	\$ 783.45
Total Reimbursable Expenses	<u>\$ 1.90</u>
TOTAL THIS INVOICE	\$ 785.35

O'NEILL & BORGES LLC

Client.Matter: P1704 . 0
RE: GENERAL

PROFESSIONAL SERVICES

Date	Atty	Task	Description	Hours	Rate	Amount
8/02/19	ETF	201	Tel. conf. with R. Rivera (McKinsey) regarding Commonwealth appropriation to HTA.	.20	210.00	42.00
8/06/19	ETF	215	Respond to McKinsey regarding HTA BIT assumption question related to revenues pledged under the 68 and 98 resolutions.	.40	210.00	84.00
8/07/19	CGB	202	Review query regarding status of codification of English version of the ERS enabling Act and recent amendments (.20); Draft response to J. Esses providing basic background in view of same (.20).	.40	330.00	132.00
8/08/19	CGB	202	Tel. conf. with J. Esses regarding current availability of a codified and updated English version of the ERS enabling act (.20); Review email from J. Esses regarding same issue as relate to 3 LPRA sec. 761 (.10); brief legal research regarding same (.10); Draft response to J. Esses regarding same. (.10)	.50	330.00	165.00
8/09/19	CDM	224	As requested by attorney U. M. Fernandez, assist in the preparation of monthly fee application for the period of May 1, 2019 through May 31, 2019. Review, analyze and make edit cover sheet. Cases No. 17 BK 3283-LTS and 17 BK 3566-LTS	.10	150.00	15.00
8/23/19	ETF	201	Respond to K. Rifkind regarding PREPA governing board authorities.	.10	210.00	21.00
8/23/19	ETF	201	Respond to L. Rappaport regarding SRE AEE v PREPA.	.20	210.00	42.00
8/24/19	ETF	215	Review Proskauer analysis regarding ERS BIT (.30). Review Act 106-2017 (.20). Respond to P. Possinger (.10). Review Joint Resolution 188-2017. (.30)	.90	210.00	189.00

O'Neill & Borges LLC

Bill #: 358028

September 4, 2019

8/29/19	HDB	215	Revise draft ERS BIT analysis. (.40) Draft e-mail to J. Pietrantonio and E. Trigo regarding same. (.10)	.50	305.00	152.50
8/30/19	MMB	219	Docket court notice received by email dated August 30, 2019, regarding deadline for appellee FOMB to file nine paper copies of brief in COA case 19-1699 - H. Bauer, U. Fernandez, D. Pérez.	.10	140.00	14.00
8/30/19	MMB	219	Docket court notice received by email dated August 30, 2019, regarding deadline for appellee Official Committee of Retired Employees to file nine paper copies of brief in COA case 19-1700 - H. Bauer, U. Fernandez, D. Pérez.	.10	140.00	14.00

TOTAL PROFESSIONAL SERVICES \$ 870.50

Less Discount \$ -87.05

NET PROFESSIONAL SERVICES: \$ 783.45

SUMMARY OF PROFESSIONAL SERVICES

Name	Hours	Rate	Total
CARLA GARCIA BENITEZ	.90	330.00	297.00
HERMANN BAUER	.50	305.00	152.50
EMILIANO TRIGO FRITZ	1.80	210.00	378.00
MILAGROS MARCANO BAEZ	.20	140.00	28.00
CLARITZA DE LEON MARRERO	.10	150.00	15.00
Total	3.50		\$ 870.50

EXPENSES

Date	Description	Amount
8/26/19	POSTAGE - As of 08/31/2019	1.90

TOTAL REIMBURSABLE EXPENSES \$ 1.90

TOTAL THIS INVOICE \$ 785.35

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO

-----X
In re:

PROMESA
Title III

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

Case No. 17 BK 3283-LTS

THE COMMONWEALTH OF PUERTO RICO, *et al.*

(Jointly Administered)

Debtors.¹

-----X
In re:

PROMESA
Title III

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

Case No. 17 BK 3566-LTS

EMPLOYEES RETIREMENT SYSTEM OF THE
GOVERNMENT OF THE COMMONWEALTH OF
PUERTO RICO,

Debtor.

-----X
COVER SHEET TO TWENTY-NINTH MONTHLY FEE APPLICATION OF
O'NEILL & BORGES LLC FOR COMPENSATION FOR SERVICES
RENDERED AND REIMBURSEMENT OF EXPENSES AS ATTORNEYS
TO THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR
PUERTO RICO, AS REPRESENTATIVE OF DEBTOR, EMPLOYEES
RETIREMENT SYSTEM OF THE GOVERNMENT OF THE

¹ The Debtors in these jointly-administered Title III Cases, along with each Debtor's respective Title III case number listed as a bankruptcy case number due to software limitations and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); (iv) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four Digits of Federal Tax ID: 3747); and (vi) Puerto Rico Public Buildings Authority ("PBA") (Bankruptcy Case No. 19-BK-5233-LTS) (Last Four Digits of Federal Tax ID: 3801) (Title III Case numbers are listed as Bankruptcy Case numbers due to software limitations).

COMMONWEALTH OF PUERTO RICO, FOR THE PERIOD OF
SEPTEMBER 1, 2019 THROUGH SEPTEMBER 30, 2019

Name of applicant	O'Neill & Borges LLC ("O&B")
Authorized to provide professional services to:	Financial Oversight and Management Board, as Representative for the Debtor Pursuant to PROMESA Section 315(b)
Time period covered by this application:	September 1, 2019 through September 30, 2019
Amount of compensation sought as actual, reasonable and necessary:	\$587.70
Amount of expense reimbursement sought as actual, reasonable and necessary:	\$0.00
Total amount for this invoice:	\$587.70

This is a: X monthly ___ interim ___ final application

This is O&B's twenty-ninth monthly fee application in these cases.

Principal Certification

I hereby authorize the submission of this Monthly Fee Statement for September 2019.

/s/ Jaime A. El Koury

Jaime A. El Koury

General Counsel to the Financial Oversight and
Management Board for Puerto Rico

On November 13th, 2019 sent to:

Counsel for the Oversight Board:

Proskauer Rose LLP
Eleven Times Square
New York, NY 10036
Attn: Martin J. Bienenstock, Esq.,
mbienenstock@proskauer.com
Ehud Barak, Esq., ebarak@proskauer.com

Proskauer Rose LLP
70 West Madison Street, Chicago, IL 60602
Attn: Paul V. Possinger, Esq.,
ppossinger@proskauer.com

Counsel for AAFAF:

O'Melveny & Myers LLP
Times Square Tower, 7 Times Square
New York, NY 10036
Attn: John J. Rapisardi, Esq., jrapisardi@omm.com
Suzanne Uhland, Esq., suhland@omm.com
Diana M. Pérez, Esq., dperez@omm.com

**Counsel for PR Fiscal Agency and Financial
Advisory Authority:**

Marini Pietrantoni Muñoz LLC
MCS Plaza Suite 500, 255 Ponce de León Ave.
San Juan, PR 00917
Attn: Luis C. Marini-Biaggi, Esq.,
lmardini@mpmlawpr.com
Carolina Velaz-Rivero, Esq., cvelaz@mpmlawpr.com

Office of the United States Trustee District of PR:

Edif. Ochoa, 500 Tanca Street, Suite 301
San Juan, PR 00901
Re: In re: Commonwealth of Puerto Rico

**Counsel for the Official Committee of Unsecured
Creditors:**

Paul Hastings LLP
200 Park Avenue
New York, NY 10166
Attn: Luc. A. Despina, Esq.,
lucdespins@paulhastings.com

Casillas, Santiago & Torres, LLC
El Caribe Office Building, 53 Palmeras Street, Suite
1601
San Juan, PR 00901-2419
Attn: Juan J. Casillas Ayala, Esq.,
jcasillas@cstlawpr.com
Alberto J.E. Añeses Negrón, Esq.,
aaneses@cstlawpr.com

**Counsel for the Official Committee of Retired
Employees:**

Bennazar, García & Millian, C.S.P.
Edificio Union Plaza, PH-A Piso 18, 416 Ave. Ponce de
León
Hato Rey, PR 00918
Attn: A.J. Bennazar-Zequeira, Esq., ajb@bennazar.org

Jenner & Block LLP
919 Third Ave
New York NY 10022
Attn: Robert Gordon, Esq., rgordong@jenner.com
Richard Levin, Esq., rlevin@jenner.com

Jenner & Block LLP
353 N. Clark Street
Chicago, IL 60654
Attn: Catherine Steege, Esq., csteeg@jenner.com
Melissa Root, Esq., mroot@jenner.com

PR Department of Treasury:

PO Box 9024140
San Juan, PR 00902-4140
Attn: Reylam Guerra Goderich, Deputy Assistant of
Central Accounting, Reylam.Guerra@hacienda.pr.gov
Omar E. Rodríguez-Pérez, CPA, Assistant
Secretary of Central Accounting,
Rodriguez.Omar@hacienda.pr.gov
Angel L. Pantoja-Rodríguez Deputy Assistant Secretary
of Internal Revenue and Tax Policy
angel.pantoja@hacienda.pr.gov
Francisco Parés-Alicea, Assistant Secretary of Internal
Revenue and Tax Policy,
Francisco.pares@hacienda.pr.gov
Francisco Pena Montanez, CPA, Assistant Secretary of
the Treasury, Francisco.Pena@hacienda.pr.gov

Counsel for the Fee Examiner:

EDGE Legal Strategies, PSC
252 Ponce de León Av, Citibank Tower, 12th Floor
San Juan, PR 00918
Attn: Eyck O. Lugo, Esq., elugo@edgelegalpr.com

Godfrey & Kahn, S.C.
Once East Main Street, Suite 500
Madison, WI 53703
Attn: Katherine Stadler, KStadler@gklaw.com

<u>ERS TITLE III</u>					
<u>Summary of Legal Fees for the Period September 1 through September 30, 2019</u>					
Professional	Position/Title	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Ubaldo Fernandez Barreta	Jr. Member	Litigation	\$ 220.00	0.70	\$ 154.00
Emiliarno Trigo Fritz	Jr. Member	Corporate	\$ 210.00	0.90	\$ 189.00
Gabriel Miranda Rivera	Associate	Litigation	\$ 185.00	1.60	\$ 296.00
Milagros Marciano Baez	Paralegal	Litigation	\$ 140.00	0.10	\$ 14.00
	Totals			3.30	\$ 653.00
	Less: 10% Courtesy discount				\$ (65.30)
SUMMARY OF LEGAL FEES					\$ 587.70
<u>ERS TITLE III</u>					
<u>Summary of Disbursements for the Period September 1 through September 30, 2019</u>					
Description - Expenses			Amounts		
	Totals				\$ -
SUMMARY OF DISBURSEMENTS					\$ -

<u>ERS TITLE III</u>			
<u>Summary of Legal Fees for the Period September 1 through September 30, 2019</u>			
Task Code	Matter Description	Total Billed Hours	Total Fees Requested
215	Plan of Adjustment and Disclosure Statem	2.00	392.50
219	Docketing	0.10	14.00
224	Fee Applications-O&B	0.70	154.00
225	Fee Applications-Proskauer	0.50	\$ 92.50
			\$ 653.00
	Less: 10% Courtesy Discount		\$ (65.30)
	TOTALS	3.30	\$ 587.70

O&B requests payment and reimbursement in accordance with the procedures set forth in the Interim Compensation Order (*i.e.*, payment of ninety percent (90%) of the compensation sought, in the amount of \$528.93, and reimbursement of one-hundred percent (100%) of expenses incurred, in the amount of \$0.00) in the total amount of \$528.93.

Professional Certification

I hereby certify that no public servant of the Department of Treasury is a party to or has any interest in the gains or benefits derived from the contract that is the basis of this invoice. The only consideration for providing services under the contract is the payment agreed upon with the authorized representatives of the Financial Oversight and Management Board for Puerto Rico. The amount of this invoice is reasonable. The services were rendered and the corresponding payment has not been made. To the best of my knowledge, O'Neill & Borges LLC does not have any debts owed to the Government of Puerto Rico or its instrumentalities.

s/Ubaldo M. Fernández
Ubaldo M. Fernández
O'Neill & Borges LLC
250 Muñoz Rivera Ave., Ste. 800
San Juan, PR 00918-1813
Tel: (787) 282-5786
Fax: (787) 753-8944

Exhibit A

O'NEILL & BORGES LLC

FOMB IN RE ERS TITLE III

October 3, 2019
Bill #: 359954
Billing Attorney: CGB

BILLING SUMMARY

For Professional Services Rendered and Reimbursable Expenses for the period ending
September 30, 2019:

Client.Matter: P1704 - 0

RE: GENERAL

Total Professional Services	\$ 653.00
Less Discount	<u>\$ -65.30</u>
Net Professional Services	\$ 587.70
Total Reimbursable Expenses	<u>\$.00</u>
TOTAL THIS INVOICE	\$ 587.70

O'NEILL & BORGES LLC

Client.Matter: P1704 . 0
RE: GENERAL

PROFESSIONAL SERVICES

Date	Atty	Task	Description	Hours	Rate	Amount
9/11/19	ETF	215	Review ERS bond resolution and whether there is an acceleration provision (.80). Respond to Proskauer and McKinsey regarding same (.10).	.90	210.00	189.00
9/18/19	UMF	224	Draft Twenty-Sixth Monthly Fee Application of O&B in the Title III case of ERS for June 2019.	.40	220.00	88.00
9/18/19	UMF	224	Draft Twenty-Seventh Monthly Fee Application of O&B in the Title III case of ERS for July 2019.	.30	220.00	66.00
9/20/19	GMR	225	File the Sixth Interim Fee Application of Proskauer Rose LLP for Compensation for Services Rendered and Reimbursement of Expenses Incurred as Attorneys for the Financial Oversight and Management Board for Puerto Rico, as Representative of the Debtor, the Employees Retirement System of the Government of Puerto Rico, for the Period February 1, 2019 through May 31, 2019 in Case No. 17-3566 at Docket No. 667.	.30	185.00	55.50
9/20/19	GMR	225	File the Notice of Filing of the Sixth Interim Fee Application of Proskauer Rose LLP for Compensation for Services Rendered and Reimbursement of Expenses Incurred as Attorneys for the Financial Oversight and Management Board for Puerto Rico, as Representative of the Debtor, the Employees Retirement System of the Government of Puerto Rico, for the Period February 1, 2019 through May 31, 2019 in Case No. 17-3566 at Docket No. 668.	.20	185.00	37.00
9/27/19	GMR	215	File the Plan of Reorganization at Docket No. 672.	.50	185.00	92.50
9/27/19	GMR	215	File the Disclosure Statement at Docket No. 673.	.60	185.00	111.00

O'Neill & Borges LLC

Bill #: 359954

October 3, 2019

9/30/19	MMB	219	Docket court notice received by email dated September 26, 2019, regarding order dkt. 671 setting briefing schedule - H. Bauer, U. Fernandez, D. Pérez.	.10	140.00	14.00
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TOTAL PROFESSIONAL SERVICES	\$ 653.00
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Less Discount	<u>\$ -65.30</u>
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NET PROFESSIONAL SERVICES:	\$ 587.70
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SUMMARY OF PROFESSIONAL SERVICES

Name	Hours	Rate	Total
UBALDO M. FERNANDEZ BARRERA	.70	220.00	154.00
EMILIANO TRIGO FRITZ	.90	210.00	189.00
GABRIEL MIRANDA RIVERA	1.60	185.00	296.00
MILAGROS MARCANO BAEZ	.10	140.00	14.00
Total	3.30		\$ 653.00

TOTAL THIS INVOICE	\$ 587.70
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